

FEB 18 1982 -3 20 PM

**ITEL**

INTERSTATE COMMERCE COMMISSION

Rail Division

February 9, 1982

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Two Embarcadero Center  
San Francisco, California 94111  
(415) 955-9090  
Telex 34234

2-049A042  
FEB 18 1982  
10:00

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation, Rail Division ("Itel"), for filing and recordation as an additional filing under the Lease Agreement dated October 15, 1981 between Itel ("Lessor") and Burlington Northern Railroad Company ("Lessee") which is enclosed herewith, four counterparts of the following document:

Amendment No. 1 dated as of 1/21/82 between Lessor and Lessee (the "Amendment")

The names and addresses of the parties to the aforementioned Amendment are:


1. Itel Corporation, Rail Division  
Two Embarcadero Center  
San Francisco, California 94111
2. Burlington Northern Railroad Company  
176 East Fifth Street  
St. Paul, Minnesota 55101

The equipment covered by the Amendment is two (2) IMPACK articulated railcars (A.A.R. mechanical designation FC 465 3½" in length), bearing the reporting marks SSIX 100101 and SSIX 100102.

Also enclosed is a check for \$10.00 for the required recordation fee.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be mailed via certified mail to Itel Corporation, Two Embarcadero Center, 24th Floor, San Francisco, California 94111, Attention: Patricia Salas Pineda, Esq.

Sincerely,

  
Patricia Salas Pineda  
Counsel

PSP:sc  
Enclosures

cc: Doug Drummond  
Itel Corporation

Linda Lawrence  
Itel Corporation

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

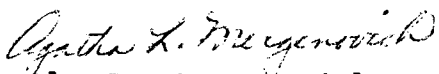
Patricia Salas Pineda  
Counsel  
Itel Corp.-Rail Division  
Two Embarcadero Center  
San Francisco, CA 94111

September 8, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/8/82 at 10:05AM, and assigned re-recording number(s). 13555-B

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

L-0267  
1/21/82

RECORDATION NO. 13555-A  
FILED 1428

FFB 18 1982 -3 20 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to that certain Lease Agreement (the "Lease") made as of October 15, 1981, between ITEL CORPORATION, RAIL DIVISION ("Itel Rail") and BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee") is made this 21st day of January, 1982 by and between Itel Rail and Lessee.

W I T N E S S E T H :

WHEREAS, Itel Rail and Lessee are parties to the Lease pursuant to which certain Items of Equipment described therein, bearing the reporting marks SSIX 100 and SSIX 101, have been leased by Itel Rail to Lessee;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Lease as follows:

1. All terms defined in the Lease shall have the defined meanings when used in this Amendment.
2. The numbers "100" and "101" from the Car No. column in Item 1 of Schedule No. 1, attached to and incorporated into the Lease, are hereby deleted and replaced by the numbers "100101" and "100102", respectively.
3. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL CORPORATION,  
RAIL DIVISION

By: Edward P. McQuinn

Title: President

Date: 2-11-82

BURLINGTON NORTHERN  
RAILROAD COMPANY

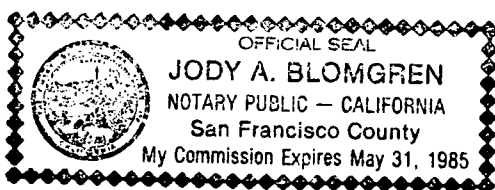
By: W. C. Gilman

Title: Senior Asst. Vice President

Date: 2-3-82

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN FRANCISCO )

On this 11<sup>th</sup> day of February, 1982, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, Rail Division, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

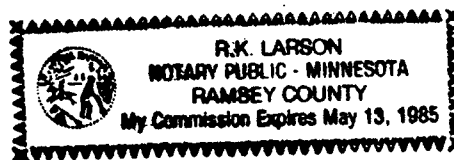


Jody A. Blomgren  
Notary Public

STATE OF MINNESOTA )  
 ) ss:  
COUNTY OF Ramsey )

On this 2<sup>nd</sup> day of February, 1982, before me personally appeared W. E. Greenwood, to me personally known, who being by me duly sworn says that such person is Sr. Asst. Vice President of Burlington Northern Railroad Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R.K. Larson  
Notary Public



RECORDATION NO. 13555-A FILE # 145

FFB 18 1982 -3 20 PM

INTERSTATE COMMERCE COMMISSION

I, Douglas Drummond, hereby certify that the attached copy is an original counterpart.

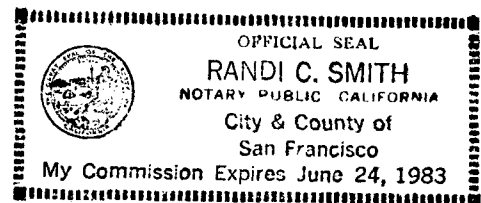
  
Douglas Drummond

STATE OF CALIFORNIA     )  
                                  )  
COUNTY OF SAN FRANCISCO )

ss:

On February 10, 1982, before the undersigned, a Notary Public for the State of California, personally appeared Douglas Drummond, known to me to be the person whose name is subscribed to the within instrument, acknowledged that he executed the same.

  
Notary Public



# ITEL

## Rail Division

Two Embarcadero Center  
San Francisco, California 94111  
(415) 955-9090  
Telex 34234

August 13, 1982

RECORDATION NO. 13555-B  
Filed 1485

SEP 8 - 1982 .1) 05 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation for filing and recordation under the Lease Agreement dated as of October 15, 1981 (the "Lease") between Itel Corporation, Rail Division ("Itel") and Burlington Northern Railroad Company ("Lessee"), which was filed on February 18, 1982 at 3:20 P.M. and given recordation No. 13555, four counterparts of the following document:

Amendment No.2 (the "Amendment") dated as of July  
16, 1982 to the Lease between Itel and Lessee.

The names and addresses of the parties to the aforementioned Amendment are:


1. Burlington Northern Railroad Company  
176 E. Fifth Street  
St. Paul, MN 55101
2. Itel Corporation, Rail Division  
Two Embarcadero Center, 24th Floor  
San Francisco, CA 94111

The equipment covered by the Amendment is one IMPACK articulated railcar (A.A.R. mechanical designation FC) bearing the reporting mark SSIX 100102.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

Ms. Agatha Mergenovich, Secretary  
August 13, 1982  
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned by mail to me.

Sincerely,  
  
Patricia Salas Pineda  
Counsel

PSP:dmm  
Enclosures

cc: Doug Drummond  
IteI Corporation

Linda Lawrence  
IteI Corporation